

South Sarasota Modern Quilt Guild, Inc.
Bylaws
November 2021

ARTICLE 1. NAME

The name of this organization will be the South Sarasota Modern Quilt Guild, also referred to as "S2MQG" or "the Guild."

ARTICLE 2. PURPOSE & GENERAL MATTERS

Section 1 – Mission

The mission of the Guild is to encourage the growth and development of modern quilting through art, education, and community.

Section 2 – Non-profit Organization

- a. The Guild is organized for educational purposes under section 501(c)(3) of the Internal Revenue Code.
- b. This Guild will operate as a Florida non-profit organization and as an affiliate member of the Modern Quilt Guild, Inc. As a non-profit organization, no part of the net income shall benefit any individual member of the Guild.
- c. The following activities, neither of which violate the above requirement of a 501(c)(3) tax exempt organization, are permitted: a member may be hired as a principal lecturer/teacher/or quilter by the Executive Board, and Guild members may sell items at quilt shows, either as contracting vendors or in the Guild's booth.

Section 3 - Conflicts of Interest Policy

The Guild's Conflicts of Interest policy is posted on the S2MQG website. All Executive Board officers and members will comply with this policy.

Section 4 - Lobbying Prohibition

The Guild shall not participate in any political campaign including the publishing or distribution of statements.

Section 5 - Non-Discrimination

No person may be denied membership to the Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Section 6 - Guild Policies

- a. The policies of the Guild shall be in harmony with the policies of the Modern Quilt Guild, Inc. These policies can be approved and amended by the Executive Board.

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- b. All proceedings of the Guild will be fair, transparent, and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws or Guild Policies, the Robert's Rules of Order will control.
- c. Member information, including but not limited to the Membership roster, is for the purpose of S2MQG business only. The Membership roster is for use by Members only and is not for distribution to non-members, for sale, or for commercial use.

ARTICLE 3. MEMBERSHIP

Section 1 – Members

- a. Members in Good Standing will be recognized upon completion of a membership application and payment of annual dues; thereafter called Members.
- b. Members may vote, hold office and serve on committees. They shall receive a single vote in Guild matters; preferential placement in any Guild sponsored function; may place items on meeting agendas; be informed of all decisions by the Executive Board; and have access to: 1) the membership roster, 2) minutes of business meetings, and 3) treasurer's reports.
- c. Members must adhere to these Bylaws and the Guild's Policies to remain a Member in Good Standing.
- d. Members receive membership in the Modern Quilt Guild, Inc. unless the Modern Quilt Guild, Inc. changes this policy.

Section 2 – Visitors

- a. A visitor may attend one regularly scheduled meeting/event free of charge, unless the meeting/event is a presentation by a paid speaker. Then, an appropriate fee as determined by the Executive Board will be charged.
- b. Every visitor attending a meeting/event for the second and third time will be assessed a fee to be determined by the Executive Board and set forth in the Guild's Policies. This is not an annually renewable opportunity.
- c. Upon attendance at a fourth meeting, a visitor must become a member by paying the appropriate annual dues.
- d. All visiting Modern Quilt Guild ("MQG") members who belong to another chapter may attend two meetings annually at no charge.

Section 3 - Affiliate Members

- a. Affiliate members will be a place of business and/or community organization wishing to support the Guild.
- b. Affiliate members will be introduced on the website upon joining, and will be listed on the Guild website.
- c. Affiliate members will be entitled to all benefits of active members.
- d. Affiliate members will be given priority over non-affiliate businesses or organizations.
- e. The Executive Board will establish dues for affiliate members.

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Section 4 - Revocation of Membership

Membership may be revoked in cases of any action that threatens the non-profit status of the Guild, that is not in accordance with Guild Bylaws and Policies, that violates the policies established by the hosting meeting space, or by participating in any activity related to the Guild that is criminal.

ARTICLE 4. DUES/FEES

Section 1 – Dues

- a. Member’s annual dues shall be determined by resolution of the Executive Board.
- b. Annual dues are payable on or before January 1st and become delinquent on January 31st. Dues will not be prorated or refunded.
- c. Dues will be collected and recorded by the Membership Committee Chairperson and given to the Treasurer.
- d. A Member whose dues remain unpaid by February 1st will be considered delinquent and filed as inactive. A Member may be reinstated upon submission of a membership application and payment of current annual dues.

Section 2. Fees

- a. Fees may be charged for special classes, presentations, and/or events, as established by the Executive Board, published on the Guild’s website and announced at General Meetings.
- b. Fees will be collected by the appropriate Board member or Committee Chairperson. Fees that are paid will be recorded as necessary and then given to the Treasurer for deposit.
- c. Fees are not refundable once paid unless the event, class, or presentation is subsequently cancelled.

ARTICLE 5. MEETINGS

Section 1 - General Meetings

- a. General Meetings shall be held regularly on a date and at a place or on Zoom designated by the Executive Board.
- b. General Meetings will be announced on the Guild’s website: southsarasotamodernquiltguild.com.
- c. The January meeting will be considered the Annual Meeting.
- d. The timing of the General Meeting will not change in a fiscal year unless special circumstances are determined by the Executive Board.

Section 3 - Voting at General Meetings

- a. Every act or decision brought to a General Meeting will be decided by a majority of Members present at the meeting. A quorum will be the sum of Members in attendance.

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- b. Each Member present is entitled to one vote on each matter. Voting shall be by voice, show of hands, by in person or zoom ballot.

Section 4 - Executive Board Meetings

- a. Executive Board meetings will be held at least every other month, to include December, on a schedule that is agreed upon by the members of the Executive Board.
- b. Executive Board meetings shall be announced on the Guild's website, and are open to all Members.
- c. The Executive Board may invite other persons who are not Guild members as guests to these meetings.
- d. A majority of the board's members must be present to constitute a quorum. If the quorum is not met, the meeting may be adjourned and rescheduled.
- e. A majority of the Executive Board members present at a meeting where the Quorum is met will constitute an affirmative vote. In the event of a tie, the past President of the Guild will cast the deciding vote. In the event the past President is not available, the President will cast the deciding vote.

ARTICLE 6. FINANCIAL ADMINISTRATION

- a. The fiscal year shall be from January 1 through December 31.
- b. The Executive Board shall adopt the budget to be presented for approval by the membership no later than the November meeting.
- c. The Executive Board shall set and maintain policies and procedures to control financial records consistent with accounting principles, and federal, state, and local laws.
- d. The President will appoint one or more Members to review the previous year's financial records when they are available from the accountant.

ARTICLE 7. EXECUTIVE BOARD, NOMINATIONS, ELECTIONS, & VACANCIES

Section 1 - Executive Board

- a. The Executive Board will consist of: President; Vice President of Programming; Vice President of Education; Vice President of Communications; Vice President of Social Media & Marketing; Secretary; Treasurer; and Past President.
- b. Officers are elected for a term of 2 years from January through December.
- c. Terms will stagger as follows:
 - One year Term for 2022: President, VP Programming, VP Social Media and Marketing, Secretary.
 - Beginning in 2023, the above-mentioned positions will be 2-year terms.
 - Beginning in 2022: VP Education, VP Communications, Treasurer will be 2-year terms.
 - Past President will act as an advisory member and will only vote in case of a tie.

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- d. Each officer must be a Member in Good Standing for their entire term to remain in office.
- e. Any Executive Board officer position may be held by one or two persons. If two persons share responsibilities, they will have one vote for Board decisions and count as one person for establishing a Quorum at Executive Board meetings.

Section 2 – Nominations

- a. The Elections Committee will be appointed by the President, in August, prior to annual elections and will consist of up to five (5) Members.
- b. The Elections Committee will be responsible for conducting the Guild elections process and officer installations at the December meeting.
- c. Nominations for Guild officers will be taken at the October meeting from the general membership and for the next 30 days from the Guild website or by email to the Elections Committee Chair. Members may nominate other members with their permission or may self-nominate.
- d. Nominations may be made from the floor with the consent of the nominee on the day of the election at the November meeting.
- e. Two members may run as co-chairs for any officer position. Their nomination will be considered as a joint ticket for the office.
- f. There shall be no limit to the number of terms served by any officer.

Section 3 – Elections

- a. Elections will be held at the November General Meeting.
- b. In the event of more than one nominee for any office, ballots will be made available. The votes will be tallied by the Elections Committee.
- c. In the event that there is only one nominee for a position, the Election Committee Chair will move to accept that nominee by acclamation.
- d. Officers will be installed at the December General Meeting by the Elections Committee Chair. Officers will assume their duties at the January meeting.
- e. All books, papers, records, access to Guild resources online, and other resources necessary for the performance of their duties will be delivered to each new officer as soon as possible but no longer than four weeks from the election, during the December Board Meeting.

Section 4 - Vacancies During Term of Office

- a. An officer may resign at any time. The Executive Board will appoint the replacement for any officer position vacated during the term, with the exception of the President. In the event that the President resigns, the VP of Programming will fill in for the President until an election can be held. If the VP of Programming is unable to fulfill this responsibility, the VP of Education will fill in for the President until an election can be held.

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- b. An election to replace the President shall be scheduled within 60 days of the resignation. A request for nominations will be announced at the next General Meeting following the resignation and nominations will be received at that meeting and for the next 30 days following the General Meeting. An election will be held at the subsequent General Meeting, as directed in Sections 2 and 3 of this Article 7.
- c. An officer appointed or a President elected to fill a vacancy will serve until the end of the original term.
- d. Any member of the Executive Board may be removed from the office, with cause, by a majority vote of the Executive Board.
- e. Any Board member who resigns their position or who is removed from office must promptly return to the Executive Board any and all records and other property of the Guild in their possession.

ARTICLE 8. EXECUTIVE BOARD

Section 1 - President

- a. Presides at all General Meetings, and Executive Board meetings.
- b. Prepares meeting agendas for the Executive Board and General Meetings.
- c. Manages the meeting with guidance from Robert's Rules of Order.
- d. Serves as the primary point of contact and be the official spokesperson for the Guild.
- e. Subject to the approval of the Executive Board, supervises and controls the property and affairs of the Guild.
- f. Appoints all Committee Chair/Co-Chairs and monitors committee activities.
- g. Attends committee meetings, except for the Elections Committee, as an ex-officio member of the committee, as necessary.
- h. Corresponds as necessary with organizations that have dealings with the Guild.
- i. Has the authority to sign checks issued by the Guild and will have access to the Guild's accounts in order to conduct business on behalf of the Guild.
- j. Attends at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings.
- k. Performs other duties as required to support and fulfill the purpose and mission of the Guild.

Section 2 - Vice President of Programming

- a. Actively recruits members or guest speakers for Guild programs with a focus on modern quilting. There will be a program at each monthly Guild meeting.
- b. Coordinate with the VP of Education in efforts to have workshop teachers present programs at Guild meetings.
- c. Work with the VP of Communications and VP of Social Media & Marketing to communicate program information for Members through email, blog posts, Facebook, Instagram, website, and/or other social media formats.

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- d. Communicate regularly with the Executive Board about upcoming speakers and status of planned speakers.
- e. Actively work on future months' programs, events, projects, challenges, etc.
- f. Support the planning, implementation, maintenance, and documentation of the Guild's public programs initiatives.
- g. Responsible for the Programs Committee, and serves as the Chairperson of this Committee.
- h. In the absence of the President, conduct the Guild General Meetings, and/or Executive Board meetings.
- i. Assume all of the responsibilities of President in the event the President cannot complete the term of elected office, until such time as elections can be held.
- j. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings.

Section 4. Vice President of Education

- a. Actively recruits teachers, who may be Members of the Guild, to conduct workshops with a focus on modern quilting, offering workshops at least 2 times per year. The budget available for teachers will be set by the Executive Board in the Annual Budget. The VP of Education will coordinate with the Treasurer to ensure teacher fees and expenses stay within the allotted budget.
- b. Unless another Guild member agrees to do so, serve as the Class Registrar, responsible for class sign ups, collecting fees, and maintaining the list of class participants and any waitlist.
- c. Coordinate with the VP of Programming in efforts to have workshop teachers present programs at Guild meetings.
- d. Works with the VP of Communications and VP of Social Media & Marketing to communicate workshop/class information for Guild Members and Sister Guilds through email, blog posts, Facebook, Instagram, website, and/or other social media formats.
- e. Communicates regularly with the Executive Board about upcoming teachers and status of planned teachers.
- f. Actively prepares and coordinates future workshops.
- g. Is responsible for the Education Committee, and serves as the Chair of this Committee.
- h. In the absence of the President and the VP of Programming, conduct the Guild General Meetings, and/or Executive Board meetings.
- i. Assumes all of the responsibilities of President in the event the President and the VP of Programming cannot complete the term of the elected office, until such time as elections can be held.
- j. Attends at least 75% of all regularly scheduled Executive Board Meetings; routinely attends General Meetings.

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Section 5 - Vice President of Communications

- a. Maintains the Guild's website and calendar, updating both regularly.
- b. Add website functions such as Pay Pal and Google Docs, as necessary.
- c. Monitors the Guild's email address at ssrqmodern@gmail.com. for items to be posted to website, including any Sister Guild information.
- d. Maintains online photo groups on the website.
- e. Coordinates with and provide support to other Executive Board officers and Committee Chairs as needed for web site postings and events.
- f. Attends at least 75% of all regularly scheduled Executive Board Meetings, routinely attend General Meetings.

Section 6 – Vice President of Social Media & Marketing

- a. Maintains the Guild's social media accounts across all platforms (e.g., Facebook and Instagram).
- b. Maintains online photo groups in the social media accounts.
- c. Monitors the Guild's email address at ssrqmodern@gmail.com and forwards email to appropriate Board members or Committee Chairs.
- d. Monitors the Guild's social media accounts and forwards any correspondence to the appropriate Board members or Committee Chairs.
- e. Emails newsletter and other notifications to members regularly.
- f. Is responsible for all branding and marketing of the Guild. Changes to the Guild logo or name requires approval of the Executive Board and may be taken to a vote before the Membership.
- g. Provides technology support during Guild meetings such as recording Show and Tell, programs, etc. and be primary person for Zoom.
- h. Provide technology support to the Executive Board and Committees during special activities and events.
- i. Attend at least 75% of all regularly scheduled Executive Board Meetings, routinely attend General Meetings.

Section 5 - Secretary

- a. Keep minutes of the General Meetings and Executive Board Meetings.
- b. Send the minutes of the General Meetings and Executive Board Meetings to the VP Communications for posting to the Guild website.
- c. Maintain documentation of meeting agendas and minutes.
- d. Run the General Meeting if the President and Vice Presidents are not in attendance.
- e. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.

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Section 5 - Treasurer

- a. Collects and deposits all monies for the Guild and supervises the disbursement of the funds.
- b. Is responsible for all filings with the State of Florida to maintain the Guild's non-profit status.
- c. Prepares documents needed for accountant to file Federal Taxes.
- d. Has the authority to sign checks and access the Guild's accounts in order to conduct business on behalf of the Guild.
- e. Keeps a record of and accounts for all monies collected and disbursed in accordance with general accounting principles.
- f. Prepares a financial report of the Guild's finances at least every two months that will be posted to the Guild's website. The President will obtain approval from the Membership present at General Meetings of such financial reports as posted.
- g. Prepares a proposed budget for the next fiscal year for consideration by the Executive Board no later than the October's Executive Board Meeting.
- h. Provides a year-end financial report, to be presented to the Membership in January.
- i. Maintains an Employer Identification Number (EIN) for the Guild for use with Internal Revenue Service filings and related documents.
- j. Be an ex-officio member of any Committee where that Committee's activities will impact on the Guild's financial status.
- k. Run the General Meeting if the President, Vice Presidents, and Secretary are not present.
- l. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.

ARTICLE 9. COMMITTEES

Section 1 – General

- a. Committees are created to assist the Executive Board in carrying out activities and responsibilities of the Guild. Committees can be suggested by any Member and the Executive Board may officially create or dissolve a committee.
- b. The President will appoint members and monitor all committees except Education.
- c. The VP Education will appoint members and monitor Education Committee.
- d. Committees may consist of: By-Law Review, Community Service/Charity Quilts, Education, Elections, Financial Review, Membership/New Members, Newsletter, Pods, Programs, Quilt Show, Retreat, and Swap/Challenges.
- e. Committees are not limited to those listed and not all identified committees are required. A committee may be discharged when the activities of such a committee shall cease or be deemed to be unnecessary.
- f. Each Committee may meet as needed and set its own rules for quorums and voting.

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- g. Each Committee will work in coordination with the Treasurer concerning financial affairs. At no time should the Committee be considered independent of the Guild nor fail to submit money or expenses to the Treasurer. Committees must obtain prior written approval for financial expenditures from the Treasurer or the President and will operate within and be subject to the annual budget.

Section 3 - Committee Chair Responsibilities

- a. The Committee Chair is responsible for the general supervision of the Committee and its membership and will notify the Executive Board of pertinent information, concerns, or issues related to the committee.
- b. In the absence of the Committee Chair, the Chair will delegate these duties to another member of the Committee subject to the approval of the President.
- c. The Committee Chair will maintain records of plans, preparations, decisions, and recommendations related to their committee's activities, to be passed along to future chairs.

Section 4 - Resignation or Removal of Committee Chair

- a. The Chair of any Committee serves at the discretion of the Executive Board and can be removed from their position by the President, with the consent of a majority of the Executive Board, if the President finds that the Chair is not adequately serving the needs of the committee, the Guild, or for cause.
- b. The President will remove a Committee Chair who is no longer a Member in Good Standing.
- c. In the event of removal or resignation, the President may appoint a replacement Committee Chair or a replacement may be determined by the other members of the committee, subject to the approval of the President.

ARTICLE 10. EXECUTION OF DOCUMENTS

- a. The Executive Board will be responsible for maintaining the good standing of the Guild in all matters regarding legal documents and contracts.
- b. Contracts, leases, or other legal instruments executed in the name of and on behalf of the Guild will be signed by the President or by a person who has been authorized in writing and directed to do so by the President or the Executive Board. The President or Executive Board may revoke such authorization at any time for any reason.

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ARTICLE 11. INDEMNIFICATION & INSURANCE

- a. Indemnification of Officers, Members, and/or Volunteers: The Guild, by a vote of the Executive Board, may purchase indemnity insurance as needed for Guild business.
- b. Insurance: The Guild, by a vote of the Executive Board, may purchase and maintain Directors & Officer (“D&O”) insurance for any member of the Executive Board.
- c. The Board may vote to purchase Liability Insurance required by in-person meeting places.

ARTICLE 12. GUILD ASSETS, PROPERTY, & FUNDS

The title for all property, funds, and assets of the Guild, whether incorporated or not, shall at all times be vesting in the Guild for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property.

ARTICLE 13. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority vote of the Members present at a General Meeting. Any proposed amendment must be submitted in writing and must have been presented to the Membership prior to voting. The By-Laws should be reviewed every 2 years by a committee appointed by the President.

ARTICLE 14. DISSOLUTION OF THE GUILD

Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Reasonable efforts will be made to dispose of any such assets to a quilt-related non-profit charitable education entity by a suggestion of the Executive Board with the approval of the Members present, where due notice is given.